

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

THE HERTZ CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11218 (MFW)

(Jointly Administered)

RE: Docket No. _____

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP
AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO JUNE 15, 2020**

Upon the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for an order, pursuant to sections 328 and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), authorizing the Committee to employ and retain Benesch, Friedlander, Coplan & Aronoff LLP (“**Benesch**”) as the Committee’s Delaware counsel in these cases, *nunc pro tunc* to June 15, 2020 (the “**Retention Date**”); and upon the declaration of Jennifer R. Hoover, attached as Exhibit B to the Application, and the declaration of James Sheppard, attached as Exhibit C to the Application; and it appearing that due and proper notice of the Application has been given; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28

¹ The last four digits of The Hertz Corporation’s tax identification number are 8568. The location of the debtors’ service address is 8501 Williams Road, Estero, FL 33928. Due to the large number of debtors in these chapter 11 cases, for which joint administration for procedural purposes has been approved, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <https://restructuring.primeclerk.com/hertz>.

U.S.C. § 157(b); and it appearing that Benesch is eligible for retention pursuant to sections 328 and 1103 of the Bankruptcy Code in that Benesch does not represent or hold any interest adverse to the Debtors as to the matters upon which Benesch has been and is to be employed, and that Benesch is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, and that it shall not, while employed by the Committee, represent any other entity having an adverse interest in connection with these cases; and it appearing that to the Court that there is just cause for the relief granted herein; and after due deliberation, and sufficient cause appearing therefore; it is hereby

ORDERED that the Application is APPROVED, as set forth herein; and it is further

ORDERED that, pursuant to sections 328 and 1103(a) of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2014 and Local Rule 2014-1, the Committee is authorized to employ and retain Benesch as its Delaware counsel in these Chapter 11 Cases, *nunc pro tunc* to June 15, 2020; and it is further

ORDERED that Benesch shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Benesch also shall make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective November 12, 2013*, both in connection with this Application and the interim and final fee applications to be filed by Benesch in these Chapter 11 Cases; and it is further

ORDERED that the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.